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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	: :
Debtors. ¹	: (Jointly Administered)
	: :
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**FORTY-FIRST MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF FEBRUARY 1, 2022 THROUGH FEBRUARY 28, 2022**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	February 1, 2022 through February 28, 2022
Monthly Fees Incurred:	\$165,355.50
20% Holdback:	\$33,071.10
Total Compensation Less 20% Holdback:	\$132,284.40
Monthly Expenses Incurred:	\$7,557.16
Total Fees and Expenses Requested:	\$139,841.56

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Forty-First Monthly Fee Statement”) covering the period from February 1, 2022 through and including February 28, 2022 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Forty-First Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$172,912.66) reflects voluntary reductions for the Compensation Period of \$51,565.00 in fees and \$3,262.94 in expenses.

compensation in the amount of \$132,284.40 (80% of \$165,355.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$7,557.16 incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Forty-First Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Forty-First Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 15, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Forty-First Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Forty-First Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Forty-First Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
March 31, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,400.00	41.60	58,240.00
Ira Dizengoff	Financial Restructuring	1992	1,775.00	5.90	10,472.50
Dean Chapman	Litigation	2009	1,400.00	35.20	49,280.00
David Zensky	Litigation	1988	1,775.00	2.10	3,727.50
Total Partner				84.80	121,720.00
SENIOR COUNSEL AND COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	1,095.00	11.90	13,030.50
Total Counsel				11.90	13,030.50
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Joseph Szydlo	Financial Restructuring	2019	965.00	15.10	14,571.50
Sean Nolan	Litigation	2018	1,005.00	12.60	12,663.00
Russell Collins	Staff Attorney	1998	535.00	6.30	3,370.50
Total Associates				34.00	30,605.00
Total Hours / Fees Requested				130.70	165,355.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,393.49	96.70	134,750.50
Associates	900.15	34.00	30,605.00
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	1,265.15		
Total Fees Incurred		130.70	165,355.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	5.00	5,777.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	1.20	1,275.00
8	Hearings and Court Matters/Court Preparation	3.60	4,257.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	74.90	104,752.00
12	General Claims Analysis/Claims Objections	0.80	1,120.00
20	Jointly Asserted Causes of Action	27.80	29,131.00
22	Disclosure Statement/Solicitation/Plan/Confirmation	17.40	19,043.00
TOTAL:		130.70	165,355.50

Exhibit C

Itemized Fees

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1980407
Invoice Date 03/30/22
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/01/22	JES	003 Draft correspondence to M3 re invoices (.1); review fee statement in connection with same (.2).	0.30
02/08/22	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines.	0.90
02/09/22	JES	003 Review invoice for privilege and confidentiality.	0.60
02/10/22	SLB	003 Correspondence with J. Szydlo re fee statement and related issues (.2); review Akin invoice in connection with the same (.3).	0.50
02/10/22	JES	003 Review invoice for privilege and confidentiality (.5) correspond with S. Brauner re fee statement (.2).	0.70
02/11/22	SLB	003 Correspondence with Z. Lanier re fee statement and related issues.	0.30
02/11/22	ZDL	003 Correspondence with S. Brauner re fee statement.	0.30
02/14/22	SLB	003 Correspondence with J. Szydlo re fee statement (.2); review same (.2).	0.40
02/14/22	JES	003 Correspond with S. Brauner re fee statement.	0.20
02/24/22	JES	003 Review invoice for privilege and confidentiality.	0.80
02/03/22	JES	007 Respond to creditor inquiries re case updates and status.	0.30
02/14/22	ZDL	007 Call with claimant regarding POC process.	0.90
02/24/22	SLB	008 Attend hearing (1.4); review and revise summary of same for UCC (.4).	1.80
02/24/22	JES	008 Telephonically attend omnibus hearing (1.4); summarize same for Committee (.4).	1.80
02/01/22	SLB	010 Correspondence with FTI re financing issues (.8); analyze same (1.5); review materials re same (1.0).	3.20
02/02/22	ISD	010 Review updates on potential litigation financing issues.	0.40
02/02/22	DLC	010 Review and revise litigation financing presentation for designees (.5); participate in call with FTI and S. Brauner re: same (.6); revise analysis re: litigation financing (2.8); call with P. Dublin and S. Brauner re same (.3).	4.10
02/02/22	SLB	010 Call with D. Chapman and FTI re financing issues (.6); confer with party	5.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		in interest re same (.4); analyze issues re same (1.6); prepare summary of same for members of FR and Lit teams (1.5); revise deck for Designees re same (partial) (1.3); confer with P. Dublin and D. Chapman re financing (.3).	
02/03/22	DMZ	010	0.40
02/03/22	ISD	010	0.40
02/03/22	DLC	010	1.20
		Call with Designees re financing proposal (partial).	
		Review update on potential litigation financing issues.	
		Prepare for (.1) and participate in (.5) litigation designee call re lit. financing; confer with S. Brauner re: next steps on same (.6).	
02/03/22	SLB	010	3.50
		Prepare for (.3) and lead (.5) call with Designees re lit. financing; draft correspondence to Debtors' counsel re same (.3); confer with D. Chapman re same (.6); analyze issues re same (.7); review materials re same (.5); review term sheet re same (.6).	
02/03/22	ZDL	010	0.60
02/04/22	DLC	010	1.60
		Revise term sheet for litigation funding.	
		Participate in call with proposed litigation funder re open financing issues (.3); participate in call with S. Brauner and Z. Lanier re: draft financing motion (.6); confer with S. Brauner re: open lit. financing issues (.4); draft correspondence to D. Zensky re: same (.3).	
02/04/22	SLB	010	3.50
		Confer with financing party re next steps (.3); confer with D. Chapman re same (.4); participate on call with D. Chapman and Z. Lanier re related motion (.6); analyze issues re same (1.1); revise financing term sheet (.5); correspondence with funding party re same (.6).	
02/04/22	ZDL	010	1.60
		Call with D. Chapman and S. Brauner and re litigation finance motion (.6); revise same (1.0).	
02/05/22	DLC	010	0.70
		Review correspondence with potential funder (.2); follow-up with various parties in interest re: same (.5).	
02/07/22	ISD	010	0.30
02/07/22	DLC	010	5.80
		Review updates to litigation financing term sheet.	
		Revise memorandum to litigation funder re case updates (.6); review materials re same (.4); confer with debtors' professionals re same (.2); review legal research re funding (1.5); revise draft litigation funding motion (3.1).	
02/07/22	SLB	010	2.40
		Call with F. Lee re litigation funding term sheet (.4); draft correspondence to members of Akin team re financing issues (.6); analyze issue re same (.8); confer with interested party re same (.6).	
02/08/22	ISD	010	0.20
02/08/22	DLC	010	1.60
		Review litigation financing term sheet.	
		Prepare declaration in support of financing motion (1.0); call with S. Brauner re same (.6).	
02/08/22	SLB	010	1.50
		Call with D. Chapman re declaration ISO financing motion (.6); revise lit. financing term sheet (.9).	
02/08/22	ZDL	010	2.00
02/09/22	DLC	010	2.80
		Prepare litigation finance motion (1.4) and declaration (.6).	
		Review materials re litigation funding (.5); review draft funding motion (1.4), circulate comments to same (.3); confer with potential funder re financing issues (.3); confer with S. Brauner re same (.3).	
02/09/22	SLB	010	2.70
		Confer with potential funder re status and next steps (.3); confer with D. Chapman re same and open issues (.3); finalize financing term sheet (.4); continue to revise financing motion (1.5); correspondence with Z. Lanier re same (.2).	
02/09/22	ZDL	010	1.10
		Revise litigation finance motion (.9); correspond with S. Brauner re same (.2).	
02/10/22	ISD	010	0.40
02/10/22	DLC	010	1.40
		Correspond with S. Brauner re potential financing issues.	
		Review FTI deck re lit. funding proposal (.4); follow-up correspondence with FTI re same (.3); confer with Admin. Claims Rep re financing (.2); review legal research re: funding (.5).	
02/10/22	SLB	010	1.90
		Correspondence with I. Dizengoff re litigation financing issues (.4); confer with Admin claimant re same (.2); review analysis prepared by FTI re same (.5); correspondence with FTI re same (.3); finalize term sheet re same (.3); draft correspondence to Weil re same (.2).	
02/10/22	ZDL	010	1.10
		Continue revising litigation finance motion.	

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/11/22	ISD	010	0.40
02/11/22	DLC	010	1.60
			Correspond with D. Chapman re lit. financing updates and next steps.
			Review legal research and supporting materials re: litigation financing (.8); follow-up with FTI re: same (.4); correspond with I. Dizengoff re next steps for financing (.4).
02/15/22	ISD	010	0.30
02/15/22	DLC	010	2.30
			Confer with S. Brauner re call with Admin Claims Rep.
			Outline new section to declaration in support of financing (1.8); review FTI deck re same (.5).
02/15/22	SLB	010	2.30
			Prepare for (.2) and participate on (.4) call with counsel to Admin Rep re financing; follow-up call with I. Dizengoff re same (.3); analyze issue re financing motion (.5); review FTI analysis re same (.5); correspondence with FTI re same (.4).
02/16/22	ISD	010	0.20
02/16/22	DLC	010	2.90
			Correspond with Debtors' counsel re lit. funding issues.
			Revise declaration in support of litigation financing (2.5); review legal research re: same (.2); correspond with S. Brauner re documenting potential financing (.2).
02/16/22	SLB	010	1.00
			Confer with counsel to potential lit. funder re open issues in connection with documentation (.5); correspondence with D. Chapman re same (.2); correspondence with FTI re same (.3).
02/17/22	ISD	010	0.50
02/17/22	DLC	010	1.70
			Confer with S. Brauner re next steps on litigation funding.
			Continue revising declaration in support of lit. funding (1.0); confer with FTI re: lit. funding (.3); review analysis re open financing issues (.4).
02/17/22	SLB	010	2.00
			Confer with counsel to potential funder (.4); revise declaration in support of funding motion (.8); correspondence with Z. Lanier re same (.3); confer with I. Dizengoff re same (.5).
02/17/22	ZDL	010	1.10
			Revise litigation finance motion (.8); correspond with S. Brauner re declaration ISO of same (.3).
02/18/22	ISD	010	0.30
02/18/22	SLB	010	2.40
			Review updates re lit. funding issues.
			Revise financing motion (1.5); correspondence with Z. Lanier re same (.2); correspondence with potential funder re status (.2); draft correspondence to members of FR and Lit teams re status and next steps and related analysis (.5).
02/18/22	ZDL	010	0.60
			Revise lit financing motion (.4); correspond with S. Brauner re same (.2).
02/21/22	ISD	010	0.20
02/21/22	DLC	010	0.70
			Review issues regarding potential financing issues and motion.
02/22/22	ISD	010	0.60
			Review draft pleading and revise same (.4); update case budget (.3).
02/23/22	ISD	010	0.70
			Review materials re litigation financing.
02/24/22	ISD	010	0.40
			Analyze issues re lit. financing.
02/28/22	ISD	010	0.60
			Analyze open issues re lit. financing.
02/22/22	SLB	012	0.20
02/23/22	SLB	012	0.40
			Review materials re financing arrangement.
			Correspondence with Weil re distribution issue.
02/24/22	SLB	012	0.20
02/02/22	SMN	020	0.10
			Correspondence with G. Fail (Weil) (.1) and R. Tucker (.2) re distribution; review materials re same (.1).
			Correspondence with G. Fail (Weil) and R. Tucker re distribution issues.
02/04/22	DLC	020	0.50
			Draft correspondence to members of the Akin litigation team re D&O insurance coverage issues.
			Correspond with counsel to third party re discovery (.1) and D&O issues (.3).
02/05/22	DMZ	020	0.20
02/07/22	DMZ	020	0.30
02/07/22	DLC	020	0.20
02/07/22	SMN	020	2.90
			Analyze open issues re Adv. Proc.
			Call with D. Chapman and S. Nolan re D&O issues.
			Participate in call with D. Zensky and S. Nolan re: D&O letter (partial).
			Call with D. Zensky and D. Chapman re D&O insurance issues (.3); conduct legal research re same (1.1); draft letter to defendants in response to letter dated January 20 (1.5).
02/08/22	DMZ	020	0.40
02/08/22	DLC	020	0.60
			Draft correspondence to D. Chapman re D&O letter.
			Review letter re: D&O issues (.1); revise same (.3); correspond with S. Nolan re: same (.2).
02/08/22	SMN	020	0.50
			Conduct legal research re D&O insurance issues (.3); correspond with

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		D. Chapman re same (.2).	
02/09/22	SMN	020 Conduct legal research re D&O insurance issues (1.9); revise letter to defendants (.4).	2.30
02/10/22	DLC	020 Review legal research re: D&O coverage (.6); correspond with S. Nolan re: same (.2).	0.80
02/10/22	SMN	020 Conduct legal research for letter to defendants re D&O insurance (.5); correspond with D. Chapman re same (.2).	0.70
02/14/22	DMZ	020 Revise D&O letter to defendant (.2); confer with D. Chapman and S. Nolan re same (.2).	0.40
02/14/22	DLC	020 Confer with defendants and third parties re discovery (.3); confer with D. Zensky and S. Nolan re D&O letter (.2); review legal analysis re same (.8) comment on D&O letter (.3).	1.60
02/14/22	SMN	020 Conduct legal research for letter to defendants (1.7); confer with D. Zensky and D. Chapman re same (.2); review new cases implicating issues in motion to dismiss briefing (.4).	2.30
02/15/22	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (1.0); prepare summary of same (2.2).	3.20
02/15/22	DLC	020 Continue commenting on letter to defendants' counsel re D&O issues (1.0); confer with third party re document subpoena (.4).	1.40
02/15/22	SMN	020 Revise letter to defendants (.4); draft correspondence to D. Chapman re same (.3).	0.70
02/16/22	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (1.0); prepare summary of same (2.1).	3.10
02/17/22	DLC	020 Review decision in D&O action and relevant law re: appeals (.4); provide update to clients re: same (.2).	0.60
02/17/22	SMN	020 Review opinion in D&O insurance appeal (.2); conduct legal research re same (.8).	1.00
02/18/22	SMN	020 Analyze D&O insurance issues.	0.60
02/23/22	SMN	020 Review filing in D&O coverage action.	0.10
02/25/22	DMZ	020 Comment on revised D&O letter.	0.30
02/25/22	DLC	020 Draft correspondence to third parties re: document requests (.2); confer with S. Brauner re: D&O letter (.4).	0.60
02/25/22	SLB	020 Confer with D. Chapman re D&O letter.	0.40
02/25/22	SMN	020 Revise letter to defendants re D&O insurance.	0.40
02/26/22	SMN	020 Revise letter to defendants re D&O insurance.	0.50
02/27/22	DMZ	020 Correspond with D. Chapman re Seritage issues.	0.10
02/27/22	DLC	020 Review article re Seritage (.2) correspond with D. Zensky re: same (.1).	0.30
02/28/22	DLC	020 Draft correspondence to FR team members re potential Seritage sale.	0.20
02/28/22	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.50
02/08/22	SLB	022 Review materials re upcoming Plan distribution (.6); correspondence with FTI re same (.2).	0.80
02/09/22	SLB	022 Correspondence with FTI (.2) and Weil (.2) re Plan distribution; review materials re same (.1).	0.50
02/10/22	SLB	022 Correspondence with Weil (.1) and FTI (.2) re upcoming distribution.	0.30
02/15/22	SLB	022 Analyze plan issues (.6); review materials and confirmation transcript re same (.8); correspondence with Z. Lanier re same (.2).	1.60
02/15/22	ZDL	022 Conduct research regarding plan issues (2.1); correspond with J. Szydlo re same (.3); correspond with S. Brauner re same (.2).	2.60
02/15/22	JES	022 Review confirmation transcript in connection with open plan issues (.9); conduct research in connection with same (6.2); correspond with Z. Lanier re same (.3); draft analysis re same (1.4).	8.80
02/16/22	SLB	022 Review and revise analysis re open plan issue (.9); call with J. Szydlo re same (.3).	1.20
02/16/22	JES	022 Revise analysis re open plan issues (1.3); call with S. Brauner re same (.3).	1.60

Total Hours

130.70

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TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	2.10	at	\$1775.00	=	\$3,727.50
I S DIZENGOFF	5.90	at	\$1775.00	=	\$10,472.50
D L CHAPMAN	35.20	at	\$1400.00	=	\$49,280.00
S L BRAUNER	41.60	at	\$1400.00	=	\$58,240.00
Z D LANIER	11.90	at	\$1095.00	=	\$13,030.50
S M NOLAN	12.60	at	\$1005.00	=	\$12,663.00
J E SZYDLO	15.10	at	\$965.00	=	\$14,571.50
R J COLLINS	6.30	at	\$535.00	=	\$3,370.50

Current Fees

\$165,355.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$4,225.33
Computerized Legal Research - Other	\$320.10
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$332.88
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,611.65
Transcripts	\$67.20

Current Expenses

\$7,557.16

<u>Date</u>		<u>Value</u>
02/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/1/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/01/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/02/22	Computerized Legal Research - Courtlink	\$16.64

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	4,225.33
Computerized Legal Research – Other	320.10
Computerized Legal Research – Westlaw – in contract 30% discount	2,611.65
Computerized Legal Research - Courtlink - In Contract 50% Discount	332.88
Transcripts	67.20
TOTAL:	7,557.16

Exhibit E

Itemized Disbursements

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TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	2.10	at	\$1775.00	=	\$3,727.50
I S DIZENGOFF	5.90	at	\$1775.00	=	\$10,472.50
D L CHAPMAN	35.20	at	\$1400.00	=	\$49,280.00
S L BRAUNER	41.60	at	\$1400.00	=	\$58,240.00
Z D LANIER	11.90	at	\$1095.00	=	\$13,030.50
S M NOLAN	12.60	at	\$1005.00	=	\$12,663.00
J E SZYDLO	15.10	at	\$965.00	=	\$14,571.50
R J COLLINS	6.30	at	\$535.00	=	\$3,370.50

Current Fees

\$165,355.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$4,225.33
Computerized Legal Research - Other	\$320.10
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$332.88
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,611.65
Transcripts	\$67.20

Current Expenses

\$7,557.16

<u>Date</u>		<u>Value</u>
02/01/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/1/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/01/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/02/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/2/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/02/22	Computerized Legal Research - Courtlink	\$16.64

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	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
02/03/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/3/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
02/03/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/3/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/03/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/04/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/07/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 4.0	\$286.48
02/07/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/07/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/7/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
02/07/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/7/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/08/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 13.0	\$931.07
02/08/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64

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02/08/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/8/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/09/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 32.0	\$2,291.89
02/09/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/9/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/9/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/09/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/9/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/10/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 7.0	\$501.35
02/10/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/10/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/10/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
02/10/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/10/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/11/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/14/22	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 2/14/2022	\$385.04

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	AcctNumber: 1000193694 ConnectTime: 0.0	
02/14/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/14/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
02/14/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/14/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/14/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 2.0	\$143.03
02/14/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/15/22	Computerized Legal Research - Westlaw - in contract 30% discount User: SZYDLO JOSEPH Date: 2/15/2022 AcctNumber: 1000193694 ConnectTime: 0.0	\$256.69
02/15/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/15/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/15/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: SZYDLO JOSEPH; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$71.51
02/15/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/16/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/16/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/16/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/16/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/16/22	Computerized Legal Research - Courtlink	\$16.65

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	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
02/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/17/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
02/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/17/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/17/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/18/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.65
02/21/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/21/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
02/21/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/21/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/21/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/22/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/22/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/22/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/23/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/23/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39

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02/23/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/23/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/23/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/23/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/23/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/24/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/24/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
02/24/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/24/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/24/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/25/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
02/26/22	Transcripts VENDOR: VERITEXT INVOICE#: 5606823 DATE: 2/26/2022 Transcriber fee for transcript of February 24, 2022 hearing.	\$67.20
02/28/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2202 DATE: 2/28/2022	\$15.24
02/28/22	- Document Retrieval In Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2202 DATE: 2/28/2022	\$15.24
02/28/22	- Document Retrieval In Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2202 DATE: 2/28/2022	\$45.73
02/28/22	- Document Retrieval In Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2202 DATE: 2/28/2022	\$45.73

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02/28/22	- Document Retrieval In Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2202 DATE: 2/28/2022	\$53.35	
02/28/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2202 DATE: 2/28/2022	\$106.70	
02/28/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2202 DATE: 2/28/2022	\$38.11	
02/28/22	- Document retrieval in various courts Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 2/28/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16	
02/28/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/28/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
02/28/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64	
	Current Expenses		\$7,557.16
	Total Amount of This Invoice		\$172,912.66
	Prior Balance Due		\$8,075,723.42
	Total Balance Due Upon Receipt		\$8,248,636.08